

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

- against -

GLOBAL INVESTMENT STRATEGY UK LTD.,

and

JOHN WILLIAM GUNN

Defendants.

Case No. 20-cv-10838 (AKH)

REPLY DECLARATION OF JOHN WILLIAM GUNN

I, John William Gunn, declare:

1. I am the same John William Gunn who submitted a declaration dated April 1, 2021 in support of Defendants' motion to dismiss the complaint pursuant to Fed. R. Civ. P. 12(b)(2) and 12(b)(5). I submit this Reply Declaration in further support of Defendants' motion and in response to certain factual allegations made by the Securities and Exchange Commission ("SEC") in its opposition to Defendants' motion. As with my previous declaration, I have personal knowledge of the facts set forth herein.

2. I understand the SEC alleges that it directed copies of the summons and complaint in this case to be mailed to my attention at the office of Global Investment Strategy UK Ltd. ("GIS") at 2nd floor, 2 London Wall Buildings, London EC2M 5PP. I also understand that in its opposition to Defendants' motion, the SEC alleges that these documents were received by me or that they otherwise notified me of this case.

3. I do not know whether the summons or complaint was mailed to my attention at the office of GIS in London. I did not personally receive a copy of either document at that address, and to my knowledge neither document has been forwarded to me from that address.

4. I am not a UK resident, and I am employed by a Hong Kong registered company. I understand the SEC has nevertheless suggested in its opposition that the London office of GIS is my actual place of business due to my roles as Compliance Officer and Chairman of GIS. The SEC is incorrect. When I act in these roles, *e.g.*, when I lead board meetings or monitor firm compliance, I almost always do so outside of London. I also note that my position as Compliance Officer is not limited to GIS but extends to the other members of its group of companies, including my employer, Global Investment Strategy HK Ltd. I am compensated for that position through Global Investment Strategy HK Ltd.

5. I also understand the SEC has submitted what it describes as “comfort letters” bearing my signature as director or compliance officer of GIS to introducing broker-dealers in the United States. These letters are not letters from me personally but are standard-form letters from GIS. These letters condition GIS’s services on compliance with its company policies. At the time these were issued, GIS was a European Union regulated entity under the European Markets in Financial Instruments Directive and accordingly, the letters refer to that regulation.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Signed, this 28th day of May, 2021.



John William Gunn